

RECORDATION NO. 24313-L FILED

DEC 11 2003

3-57 PM

COUNTY OF KANE RECORDS

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ELIAS G. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 11, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement No. 5, dated as of December 12, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture which was previously filed with the Board under Recordation Number 24313-B.

The names and addresses of the parties to the enclosed document are:

Owner	
Trustee:	BOHLI/Staley Trust 2003A LLT, acting through U.S. Bank Trust National Association Goodwin Square 225 Asylum Street 29 th Floor Hartford, Ct 06103
Indenture	
Trustee:	Wells Fargo Bank Northwest, National Association 79 South Main Street 3 rd Floor Salt Lake City, UT 84111

EXECUTION COPY

**MEMORANDUM OF INDENTURE SUPPLEMENT NO. 5
(BOHLI/STALEY TRUST 2003A LLT)**

MEMORANDUM OF INDENTURE SUPPLEMENT NO. 5, made and entered into as of December 12, 2003 by and between BOHLI/Staley Trust 2003A LLT, acting through U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as owner trustee ("Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BOHLI/Staley Trust 2003A LLT), dated as of January 31, 2003 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

2. A memorandum of the Trust Indenture was recorded with the Surface Transportation Board on January 30, 2003 pursuant to Section 11301 of Title 49 of the United States Code.

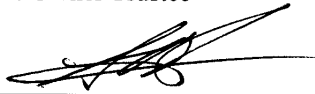
3. The undersigned have entered into that certain Indenture Supplement No. 5 (BOHLI/Staley Trust 2003A LLT), dated December 12, 2003, relating to the Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

[SIGNATURES TO FOLLOW]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOHLI/STALEY TRUST 2003A LLT, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee

By: 
Name: Arthur L. Blakeslee
Title: Assistant Vice President

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

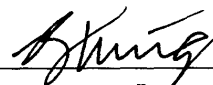
By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOHLI/STALEY TRUST 2003A LLT, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee

By: _____
Name:
Title:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By:  _____
Name: Brett R. King
Title: Vice President

STATE OF CONNECTICUT)

COUNTY OF HARTFORD)

SS

On this 10th day of December, 2003, before me personally appeared, Arthur L. Blakeslee, to me personally known, being by me duly sworn, says that he is the Assistant Vice President of U.S. Bank Trust National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on December 10, 2003 and he acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of Connecticut

KAREN R. FELT
NOTARY PUBLIC

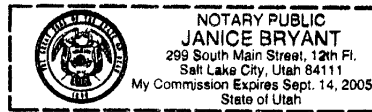
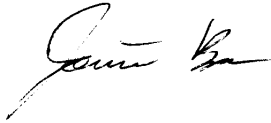
My Commission Expires 02/29/2004

STATE OF Utah)
COUNTY OF Salt Lake)

SS

On this 10th day of December, 2003, before me personally appeared, Brett R. King, to me personally known, being by me duly sworn, says that he is the Vice President of Wells Fargo Bank Northwest, National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on December 10, 2003 and he acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of Utah



SCHEDULE A

DESCRIPTION OF ITEMS OF EQUIPMENT

13 - 19,636 gallon capacity, coiled and insulated Railroad Tank Cars - Trinity Rail Group

STX 51285
STX 51287
STX 51288
STX 51289
STX 51290
STX 51291
STX 51293
STX 51294
STX 51295
STX 51296
STX 51297
STX 51298
STX 51299

Description of Items of Equipment

126 - 19,900 gallon capacity, coiled and insulated Railroad Tank Cars - Union Tank Car

STX 51468	STX 51513	STX 51552	STX 51591
STX 51469	STX 51514	STX 51553	STX 51592
STX 51472	STX 51515	STX 51554	STX 51593
STX 51473	STX 51516	STX 51555	STX 51594
STX 51475	STX 51517	STX 51556	STX 51595
STX 51476	STX 51518	STX 51557	STX 51596
STX 51478	STX 51519	STX 51558	STX 51597
STX 51479	STX 51520	STX 51559	STX 51598
STX 51480	STX 51521	STX 51560	STX 51599
STX 51482	STX 51522	STX 51561	
STX 51484	STX 51523	STX 51562	
STX 51485	STX 51524	STX 51563	
STX 51486	STX 51525	STX 51564	
STX 51487	STX 51526	STX 51565	
STX 51488	STX 51527	STX 51566	
STX 51489	STX 51528	STX 51567	
STX 51490	STX 51529	STX 51568	
STX 51491	STX 51530	STX 51569	
STX 51492	STX 51531	STX 51570	
STX 51493	STX 51532	STX 51571	
STX 51494	STX 51533	STX 51572	
STX 51495	STX 51534	STX 51573	
STX 51496	STX 51535	STX 51574	
STX 51497	STX 51536	STX 51575	
STX 51498	STX 51537	STX 51576	
STX 51499	STX 51538	STX 51577	
STX 51500	STX 51539	STX 51578	
STX 51501	STX 51540	STX 51579	
STX 51502	STX 51541	STX 51580	
STX 51503	STX 51542	STX 51581	
STX 51504	STX 51543	STX 51582	
STX 51505	STX 51544	STX 51583	
STX 51506	STX 51545	STX 51584	
STX 51507	STX 51546	STX 51585	
STX 51508	STX 51547	STX 51586	
STX 51509	STX 51548	STX 51587	
STX 51510	STX 51549	STX 51588	
STX 51511	STX 51550	STX 51589	
STX 51512	STX 51551	STX 51590	